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MORTGAGE ELECTRONIC REGISTRATION  
SYSTEMS, INC., MERSCORP HOLDINGS,  
INC., and THE BANK OF NEW YORK  
MELLON, f/k/a THE BANK OF NEW YORK, as  
TRUSTEE FOR STRUCTURED ASSET  
MORTGAGE INVESTMENTS II TRUST 2006-  
AR8, MORTGAGE PASS-THROUGH  
CERTIFICATES, SERIES 2006-AR8

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA**

MORTGAGE ELECTRONIC	)	Case No. 2:15-cv-04853 PA (GJSx)
REGISTRATION SYSTEMS, INC.,	)	
MERSCORP HOLDINGS, INC., and	)	<b>DECLARATION OF ELIZABETH M.</b>
THE BANK OF NEW YORK MELLON,	)	<b>POWELL IN SUPPORT OF</b>
f/k/a THE BANK OF NEW YORK, as	)	<b>PLAINTIFFS' MOTION FOR</b>
TRUSTEE FOR STRUCTURED ASSET	)	<b>PARTIAL SUMMARY JUDGMENT</b>
MORTGAGE INVESTMENTS II	)	
TRUST 2006-AR8, MORTGAGE PASS-	)	Date: October 24, 2016
THROUGH CERTIFICATES, SERIES	)	Time: 1:30 p.m.
2006-AR8,	)	Place: Courtroom 15
	)	
Plaintiffs,	)	
	)	
vs.	)	
	)	
TIMOTHY J. JOHNSTON, an individual,	)	

1 )  
 2 Defendant. )

3 TIMOTHY J. JOHNSTON, )

4 Counterclaimant, )

5 vs. )

6 MORTGAGE ELECTRONIC )  
 7 REGISTRATION SYSTEMS, INC., *et* )  
 8 *al.*; )

Counterdefendants, )

9 I, Elizabeth M. Powell, being duly sworn state as follows:

10 1. My name is Elizabeth M. Powell. I am over 18 years of age and  
 11 competent to testify as to the matters contained herein. The information contained in  
 12 this Affidavit is based on my personal knowledge and my review of relevant  
 13 corporate documents and investigation into the facts stated herein.

14 2. I am a Paralegal for MERSCORP Holdings, Inc., formerly  
 15 MERSCORP, Inc. ("MERSCORP"). Mortgage Electronic Registration Systems,  
 16 Inc. ("MERS") is a wholly-owned subsidiary of MERSCORP. In the performance  
 17 of my job duties, I am familiar with and have access to business records of  
 18 MERSCORP and MERS.

19 3. MERS and MERSCORP are corporations organized under the laws of  
 20 Delaware. Each corporation has its principal place of business in the  
 21 Commonwealth of Virginia.

22 4. At all relevant times mentioned herein, MERSCORP owned and  
 23 operated the MERS® System, a database used by MERS System members to track  
 24 transfers of the loan servicing rights and transfers of beneficial ownership interests  
 25 in notes secured by deeds of trust for which MERS is the designated beneficiary in  
 26 the county land records.



1           5.     MERS System members pay annual membership and transaction fees  
2 for the right to use MERS as the mortgagee or beneficiary in public land records and  
3 to utilize the MERS® System.

4           6.     Pursuant to its membership agreements with each member,  
5 MERSCORP forwards notices of proceedings that might affect the security of a  
6 mortgage or deed of trust held by MERS to the owner or loan servicer of the secured  
7 debt so that appropriate action may be taken to defend and protect the security  
8 interest. MERS System members rely upon MERS and MERSCORP to receive and  
9 forward these notices. True and accurate copies of the MERS System Terms and  
10 Conditions and Rules of Membership, as agreed to by MERS System members and  
11 as those documents existed at the time the DOT was executed and at the time  
12 Johnston filed his quiet title action, are attached hereto as Exhibits 1 and 2.

13           7.     As a part of my duties and employment at MERSCORP, I have become  
14 aware of a deed of trust ("DOT") recorded in Santa Barbara County Recorder's  
15 Office on July 31, 2006 that granted a security interest in the property at 1622  
16 Janelle Lane, Santa Maria, California 93458 (the "Johnston Property") to secure a  
17 promissory note to Timothy Johnston (the "Note"). The DOT names MERS as the  
18 beneficiary of the security interest granted therein as nominee for the original  
19 "Lender," Southstar Funding, LLC, and the Lender's successors ad assigns.

20           8.     MERS or MERSCORP have no record of receiving notice that Timothy  
21 Johnston (the defendant in this action) filed a quiet title action on May 15, 2012 in  
22 California state court to eliminate the Johnston Property DOT (the "Johnston Quiet  
23 Title Action"), or of any proceedings therein, until after the entry of judgment in the  
24 Johnston Quiet Title Action. To the best of my knowledge, MERS and  
25 MERSCORP first received notice of the Johnston Quiet Title Action on or about  
26 August 2013.

